

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OHIO,
EASTERN DIVISION**

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UNITED STATES OF AMERICA ex rel. White, et : Case No. 1:21-cv-1239
al., :
Plaintiffs, : Judge Charles E. Fleming
: :
v. :
: :
RITE AID CORPORATION, et al., :
: :
Defendants. :
:
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DECLARATION OF SUSAN LOWELL

I, Susan Lowell, hereby affirm, under penalty of perjury, that I am over 18 years of age and am competent to make the following declaration:

1. I am Vice President, Tax and Payroll, at Rite Aid Hdqtrs. Corp. (“RAHC”). I submit this declaration in support of the motion to dismiss filed by Rite Aid Corporation (“RAC”). This declaration is based on my personal knowledge gained through my employment, and on my review of records and information available to me through my employment.
2. In my role as Vice President, Tax and Payroll, I am responsible for overseeing compliance with tax laws and regulations in any jurisdiction in which any of RAC’s subsidiaries operate. My job duties require me to be familiar with Rite Aid’s corporate structure, the relationships of the corporations that operate as subsidiaries of RAC, the corporations that employ Rite Aid employees, as well as Rite Aid’s tax returns and payroll systems.
3. RAC is organized under the laws of Delaware and has its principal place of business in Pennsylvania.

4. RAC is a holding company. It holds the stock of Rite Aid's subsidiaries, including RAHC, Rite Aid of Connecticut, Inc., Rite Aid of Delaware, Inc., Rite Aid of Maryland, Inc., Rite Aid of Michigan, Inc., Rite Aid of New Hampshire, Inc., Rite Aid of New Jersey, Inc., Rite Aid of Ohio, Inc., Rite Aid of Pennsylvania, Inc., and Rite Aid of Virginia, Inc., each of which is a wholly-owned subsidiary of RAC, as well as other Rite Aid operating subsidiaries. RAC has no other assets and conducts no operations.

5. RAC has no employees and pays no payroll taxes, including none in Ohio. RAC has a board of directors that provides overall strategic direction for the Rite Aid corporate family. RAC board members are paid a stipend from funds of RAHC, not RAC.

6. Employees who work at Rite Aid's corporate headquarters are employed by RAHC. All Rite Aid senior managers are employed by RAHC. Associates who work at Rite Aid stores are employed by the corporation that operates the store. Employees are paid by the corporation that employs them. Rite Aid's corporate records reflect this structure.

7. Because it has no operations or employees, RAC does not have a bank account in Ohio or anywhere.

8. RAC and its subsidiaries file a consolidated federal tax return and file financial reports on a consolidated basis, as required by the SEC. RAHC, not RAC, performs internal accounting and maintains books and records for each of RAC's operating subsidiaries individually.

9. RAHC performs certain services for other Rite Aid operating subsidiaries, such as marketing, real estate, accounting, and legal services. The subsidiaries pay management fees to RAHC in exchange for these services. RAC neither pays nor receives any management fees.

10. RAC is not qualified as a foreign corporation under the laws of Ohio, does not have a registered agent for service of process in Ohio, and is not regulated by any Ohio state agency.

11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

EXECUTED ON 06/12/2023



Susan Lowell

CERTIFICATE OF SERVICE

I certify that the foregoing document was electronically filed on June 12, 2023 with the Clerk of Court using the CM/ECF system, which will send notification of such filing to all registered users.

/s/ Eric W. Sitarchuk

Eric W. Sitarchuk